

**KH**<sup>®</sup> KELLER AND HECKMAN LLP  
*Serving Business through Law and Science<sup>®</sup>*

1001 G Street, N.W.  
Suite 500 West  
Washington, D.C. 20001  
tel. 202.434.4100  
fax 202.434.4646

WC 07-144

July 12, 2007

FCC/MELLON JUL 12 2007

Writer's Direct Access

C. Douglas Jarrett  
(202) 434-4180  
jarrett@khlaw.com

Via Hand Delivery

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
Wireline Competition Bureau - CPD - 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: International and Domestic Application for Consent to Assignment of Assets

Dear Ms. Dortch:

Enclosed herewith are an original and six (6) copies of the International and Domestic Application for Consent to Assignment of Assets from SeaWave, LLC to Globe Wireless LLC. Also enclosed is a completed Fee Remittance FCC Form 159 with credit card authorization in the amount of \$965.00 in satisfaction of Section 1.1105, line 2.b of the Commission's Rules.

An Application has concurrently been filed electronically via IBFS along with a separate Fee Remittance FCC Form 159 and \$965.00 filing fee.

Please date-stamp and return the additional copy of this filing enclosed for that purpose.

Please contact the undersigned should there be any questions regarding this filing.

Respectfully submitted,

  
C. Douglas Jarrett

Enclosures

cc: Jodie May

BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

In the Matter of the Application of )

SeaWave, LLC, )  
Assignor/Licensee )

and )

Globe Wireless LLC, )  
Assignee )

For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04 and 63.24 of the )  
Commission's Rules to Assign Assets of )  
SeaWave, LLC, an Authorized Domestic )  
and International Section 214 Carrier, to )  
Globe Wireless LLC )

FCC/MELLON JUL 12 2007

File No. ITC-TIC-2007 \_\_\_\_\_

WC Docket No. 07- \_\_\_\_\_

**APPLICATION FOR CONSENT TO ASSIGNMENT**

SeaWave, LLC ("SeaWave" or "Assignor") and Globe Wireless LLC ("Globe" or "Assignee") (collectively, "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended ("Communications Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") consent to allow the parties to consummate a transaction whereby Globe will acquire substantially all of the assets related to the conduct of the business of SeaWave, a non-dominant carrier holding Section 214 authority from the Commission to provide telecommunications services.

As described below, the parties request expedited consideration of this application due to the imminent business failure of SeaWave.

**A. Request for Expedited Consideration**

The parties hereby request expedited review and processing of this Application due to the imminent business failure of SeaWave. SeaWave's majority investor has ceased funding, and, since last year, has been actively seeking a buyer for its business. SeaWave and Globe recently entered into a letter of intent whereby Globe will purchase substantially all of the assets of SeaWave.

Unfortunately, SeaWave currently has a negative cash flow. Further, the company expects that, based on its current "burn rate" it will run out of funds to operate the business in approximately 45 days, excluding costs associated with this transaction. As a result of the risk of imminent business failure, SeaWave and Globe hope to consummate the transaction at the earliest opportunity – not more than 45 days from the date of this application and preferably as close to 30 days as possible. The parties request expedited review and processing of this application in order to allow the parties to consummate the transaction prior to the SeaWave's insolvency.

In addition, prompt Commission approval of the transaction will maximize the benefits to SeaWave's customers. Globe has significant financial resources and substantial experience in providing marine communications. As a result, the proposed transaction is structured to ensure that existing customers of SeaWave will continue to enjoy uninterrupted service immediately following the proposed transaction. The public interest therefore supports commencement of the review process as soon as possible. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

#### **B. Request for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for presumptive streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03, 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants will not provide local exchange service, and; (3) none of the Applicants is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a) of the Commission's rules as 1) The Applicants are not affiliated with a foreign carrier in a destination market, 2) The Applicants do not have an affiliation with a dominant U.S. carrier, and 3) The Commission has not informed the Applicants in writing, that the application is not eligible for streamlined processing. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

### **C. Information in Support of Application**

In support of this Application, Applicants provide the following information:

#### **I. DESCRIPTION OF THE APPLICANTS**

##### **A. SeaWave, LLC (SeaWave)**

SeaWave is a Delaware limited liability company with offices located at Aquidneck Corporate Park, 76 Hammarlund Way, Middletown, Rhode Island 02842. SeaWave provides marine communications through satellite services, and remote IT management solutions globally. Through its offerings of fully integrated systems acting as the gateway between ship and shore, as well as software-only and proprietary value added services, SeaWave has become a trusted name in private industry, government and the commercial maritime community. SeaWave is authorized to provide interstate long distance service pursuant to blanket domestic Section 214 authority and international resold long distance service pursuant to Section 214 authorization granted by the Commission in ITC-214-20031029-00498.

##### **B. Globe Wireless LLC (Globe)**

Globe is a Delaware limited liability company with offices located at 1571 Robert J. Conlan Boulevard Palm Bay, Florida 32905. Globe provides marine communications solutions worldwide through satellite services along with its digital radio data network. Specifically, Globe offers satellite and other communications services to ship operators and other maritime customers through agreements with satellite companies such as Inmarsat and Iridium, as well as over its own network. Globe holds several Coastal Group FCC radio licenses. Its product offerings include voice and Internet service and software applications designed for maritime operations. Globe is authorized to provide Inmarsat Point of Service Activation (PSA) in accordance with Section 63.18(e)(3) of the rules pursuant to Section 214 authorization granted by the Commission in ITC-214-20050607-00212.

#### **II. DESCRIPTION OF THE TRANSACTION (Answer to Question 13)**

Globe and SeaWave have entered into a letter of intent whereby Globe will purchase all of SeaWave's right, title and interest in and to substantially all of the assets related to the conduct of SeaWave's business, including the company's 214 authorization and contracts with SeaWave's customers.

SeaWave does not seek Commission permission to retain its 214 authorization after the consummation of this transaction.

#### **III. PUBLIC INTEREST STATEMENT**

Applicants submit that the transaction will serve the public interest, convenience, and necessity. Under Globe's ownership, SeaWave's assets will be used to continue to provide high-

quality telecommunications services to maritime industry customers, while gaining critically important access to the additional resources and operational expertise of Globe.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business and financial reasons, Applicants require that the transaction be closed as quickly as possible. The Parties anticipate that this transaction will result in significant operational benefits. These benefits will allow Globe to continue to provide high quality and low cost services to customers, promoting competition.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(3) of the Commission's rules, 47 C.F.R. § 63.24(e)(3), the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

##### **(a) Name, address and telephone number of each Applicant:**

Assignor/Licensee:

SeaWave, LLC  
FRN: 0004675286  
Aquidneck Corporate Park  
76 Hammarlund Way  
Middletown, Rhode Island 02842  
Attn: Rhonda Landers  
Tel: 401-367-1405  
Email: rlanders@seawave.com

Assignee:

Globe Wireless LLC  
FRN: 0004515565  
1571 Robert J. Conlan Boulevard  
Palm Bay, Florida 32905  
Attn: Jack Johannesmeyer, CFO  
Tel: 321-309-1300  
Email: Jack.Johannesmeyer@globewireless.com

##### **(b) Jurisdiction of Organizations:**

Assignor/Licensee: SeaWave is a limited liability company formed under the laws of Delaware.

Assignee: Globe is a limited liability company formed under the laws of Delaware.

**(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:**

For Assignor:

SeaWave, LLC  
Aquidneck Corporate Park  
76 Hammarlund Way  
Middletown, Rhode Island 02842  
Attn: Rhonda Landers, CFO & VP Business Development  
Tel: 401-367-1405  
Email: rlanders@seawave.com

With a copy to:

C. Douglas Jarrett  
Keller and Heckman LLP  
Washington Center  
1001 G Street, N.W.  
Washington, DC 20001  
Tel: 202-434-4180  
Email: Jarrett@khlaw.com

For Assignee:

Globe Wireless LLC  
1571 Robert J. Conlan Boulevard  
Palm Bay, Florida 32905  
Attn: Jack Johannesmeyer, CFO  
Tel: 321-309-1300  
Email: Jack.Johannesmeyer@globewireless.com<sup>1</sup>

**(d) Section 214 Authorizations**

SeaWave is authorized to provide international resold long distance service pursuant to Section 214 authorization granted by the Commission in ITC-214-20031029-00498.

Globe is authorized to provide Inmarsat Point of Service Activation (PSA) in accordance with Section 63.18(e)(3) of the Commission's Rules pursuant to Section 214 authorization granted by the Commission in ITC-214-20050607-00212.

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<sup>1</sup> Note that the email address listed for Mr. Johannesmeyer in response to Question 7 on the accompanying Application for Assignment of International 214 Authorization is incomplete due to a limitation on the number of characters allowed in the "email" field in IBFS.

**(h) (Answer to Questions 11 and 12)**

The following entities hold a 10% or greater direct ownership interest in Globe:

<b>Name/Address</b>	<b>Percent Held</b>	<b>Citizenship</b>	<b>Principal Business</b>
The Seahawk Investment Trust 1810 Gateway Drive, Suite 280 San Mateo, CA 94404	21%	U.S.A.	Trust
The Seahawk Irrevocable Trust II 1810 Gateway Drive, Suite 280 San Mateo, CA 94404	10%	U.S.A.	Trust
Summit Accelerator Fund, L.P. 499 Hamilton Ave Suite 200 Palo Alto, CA 94301	11%	U.S.A.	Private Equity Investment

No other entity or individual holds a 10% or greater direct ownership interest in Globe.

The following individual holds a 10% or greater indirect ownership interest in Globe:

<b>Name/Address</b>	<b>Percent Held</b>	<b>Citizenship</b>	<b>Principal Business</b>
Kenneth E. Jones <sup>2</sup> 1810 Gateway Drive, Suite 280 San Mateo, CA 94404	31%	U.S.A.	Entrepreneur

No other entity or individual holds a 10% or greater indirect ownership interest in Globe.

Neither Assignor nor Assignee has any interlocking directorates with a foreign carrier.

**(p) (Answer to Question 20)**

See Section B, above.

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<sup>2</sup> Mr. Jones holds an attributable 31% indirect ownership interest in Globe through his control of The Seahawk Investment Trust (21% direct ownership in Globe), The Seahawk Irrevocable Trust II (10% direct ownership in Globe), and Western General Corporation (less than 1% direct ownership in Globe), a South Dakota (U.S.A.) investment company with an address of 117 E. Capitol, Pierre, SD 51501.

## V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(b) of the Commission rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Section 63.04(a)(5)-(12) of the Commission rules:

(a)(5) Applicants certify pursuant to 1.2001 through 1.2003 that no party to this application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(a)(6) See Section II, above.

(a)(7) Both SeaWave and Globe provide marine communications solutions including satellite services to vessels around the globe. In the U.S., SeaWave and Globe provide service to vessels located in coastal areas or in navigable waterways. Services can consist of vessel-to-vessel and vessel-to-shore communications as dictated by customer need.

Neither SeaWave nor Globe is affiliated with any provider of domestic telecommunications services.

(a)(8) See Section B, above.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Applicants do request special consideration as SeaWave is facing imminent business failure as detailed in Section A, above.

(a)(11) Not applicable.

(a)(12) See Section III, above.

## VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,

By: /s/ C. Douglas Jarrett  
C. Douglas Jarrett  
Gregory E. Kunkle  
Keller and Heckman LLP  
1001 G Street  
Suite 500 West  
Washington, D.C. 20001  
(202) 434-4100

July 12, 2007

### Certification

I hereby state that I am authorized to make this certification on behalf of SeaWave, LLC,  
and that the statements in the foregoing application are made in good faith and are true,  
complete, and correct to the best of my knowledge, information, and belief.

SEAWAVE, LLC

By: [Signature]

Name: RHONDA LANDIS

Title: CEO / VP BUSINESS DEVELOPMENT

Date: 7-11-07

**Certification**

I hereby state that I am authorized to make this certification on behalf of Globe Wireless LLC, and that the statements in the foregoing application are made in good faith and are true, complete, and correct to the best of my knowledge, information, and belief.

**GLOBE WIRELESS LLC**

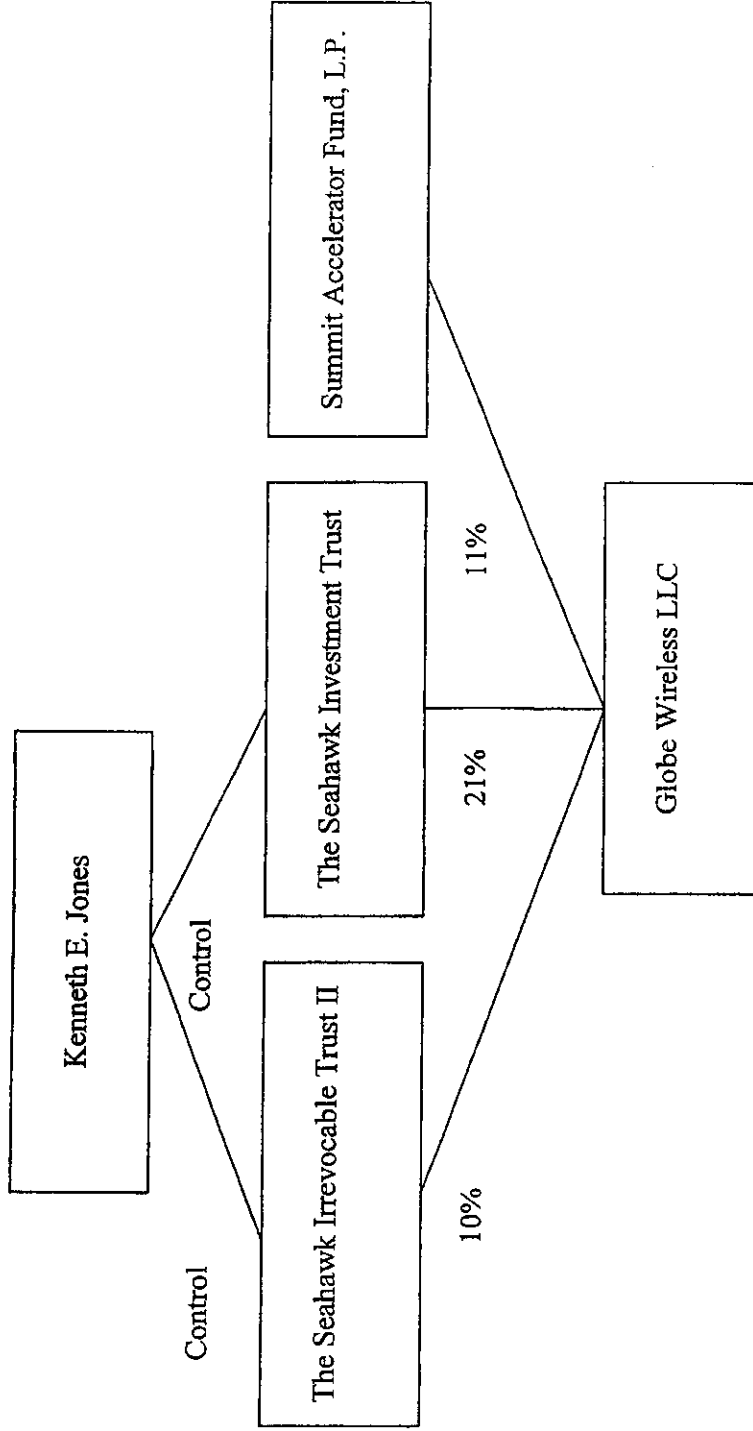
By: 

Name: John Johnsen

Title: Chief Financial Officer

Date: July 11, 2007

**10 Percent or Greater Direct or Indirect Ownership in Globe Wireless LLC**  
**July 12, 2007**



Mr. Jones holds an attributable 31% indirect ownership interest in Globe through his control of The Seahawk Investment Trust (21% direct ownership in Globe), The Seahawk Irrevocable Trust II (10% direct ownership in Globe), and Western General Corporation (less than 1% direct ownership in Globe), a South Dakota (U.S.A.) investment company with an address of 117 E. Capitol, Pierre, SD 51501.

Approved by OMB  
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

Application for Assignment

<b>1. Legal Name of Applicant</b>			
<b>Name:</b>	SeaWave, LLC	<b>Phone Number:</b>	401-367-1405
<b>DBA Name:</b>		<b>Fax Number:</b>	401-367-1499
<b>Street:</b>	Aquidneck Corporate Park 76 Hammarlund Way	<b>E-Mail:</b>	rlanders@seawave.com
<b>City:</b>	Middletown	<b>State:</b>	RI
<b>Country:</b>	USA	<b>Zipcode:</b>	02842 -
<b>Attention:</b>	Ms. Rhonda Landers		

**2. Name of Contact Representative**

<b>Name:</b>	C. Douglas Jarrett	<b>Phone Number:</b>	202-434-4180
<b>Company:</b>	Keller and Heckman LLP	<b>Fax Number:</b>	202-434-4646
<b>Street:</b>	1001 G St, N.W. Suite 500 West	<b>E-Mail:</b>	jarrett@khlaw.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20001-
<b>Attention:</b>	C. Douglas Jarrett	<b>Relationship:</b>	Legal Counsel

**CLASSIFICATION OF FILING**

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

[illegible]

5. Name of Section 214 Authorization Holder

<b>Name:</b>	SeaWave, LLC	<b>Phone Number:</b>	401-367-1405
<b>DBA Name:</b>		<b>Fax Number:</b>	401-367-1499
<b>Street:</b>	Aquidneck Corporate Park 76 Hammarlund Way	<b>E-Mail:</b>	rlanders@seawave.com
<b>City:</b>	Middletown	<b>State:</b>	RI
<b>Country:</b>	USA	<b>Zipcode:</b>	02842
<b>Attention:</b>	Ms. Rhonda Landers		

**6. Name of Assignor / Transferor**

<b>Name:</b>	SeaWave, LLC	<b>Phone Number:</b>	401-367-1405
<b>DBA Name:</b>		<b>Fax Number:</b>	401-367-1499
<b>Street:</b>	Aquidneck Corporate Park	<b>E-Mail:</b>	rlanders@seawave.com
	76 Hammarlund Way		
<b>City:</b>	Middletown	<b>State:</b>	RI
<b>Country:</b>	USA	<b>Zipcode:</b>	02842
<b>Attention:</b>	Ms. Rhonda Landers		

7. Name of Assignee / Transferee

Name:	Globe Wireless Llc	Phone Number:	321-309-1370
DBA Name:		Fax Number:	321-727-9497
Street:	1571 Robert J. Conlan Blvd.	E-Mail:	Jack.Johannesmeyer@globewirele
City:	Palm Bay	State:	FL
Country:	USA	Zipcode:	32905
Attention:	John C Johannesmeyer		

8a. Is a fee submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- ☐ Governmental Entity   ☐ Noncommercial educational licensee   ☐ Notification of Pro Forma (No fee required.)
- ☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Assignment of International Resale-Only Section 214  
Authorization from SeaWave, LLC to Globe Wireless LLC.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

<p>15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?</p> <p>(1) The Section 214 holder is a foreign carrier in that country; or</p> <p>(2) The Section 214 holder controls a foreign carrier in that country; or</p> <p>(3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.</p> <p>(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.</p> <p>If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."</p> <p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>	<p>16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.</p> <p>If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."</p> <p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
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17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☐ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment I that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61 ( c ) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No  
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

#### CERTIFICATION

26. Printed Name of Assignor / Transferor SeaWave, LLC	29. Printed Name of Assignee / Transferee Globe Wireless LLC
27. Title (Office Held by Person Signing) CFO & VP Business Development	30. Title (Office Held by Person Signing) President & Chief Executive Officer
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Rhonda Landers	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Frank J. Coles
<p align="center">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

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